

RECORDATION NO. 24816-LL FILED

FEB 12 '08 -9 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, NW
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

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February 12, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Supplement No. 16 to Memorandum of Indenture, effective as of February 15, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture previously filed with the Board under Recordation Number 24816.

The names and addresses of the parties to the enclosed document are:

Debtor:	NARCAT, LLC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	CARCAT ULC 480 West Dussel Drive, Suite R Maumee, OH 43537
Debtor:	NARCAT Mexico, S. de R.L. de C.V. 480 West Dussel Drive, Suite R Maumee, OH 43537
Secured Party:	Wells Fargo Bank, National Association Sixth Street and Marquette Avenue Minneapolis, MN 55479

Anne K. Quinlan, Esquire
February 12, 2008
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A description of the railroad equipment covered by the enclosed document is:

Exhibit A-1: 1 railcar - ANGX 2107 (previously marked PRSX 296).

Exhibit A-2: 249 railcars with CN, CYDX, IC, ITGX, RMGX, RMMX, SLGG, ANGX, ATW, BAR, BPRR, MC, SGLR, SPSX, KRL, PRSX, AM, CR, GNRR, LRS, NS, NW, PPU, RCPX, SLGG, SOO, SOU, SSW and TFM reporting marks have been destroyed or scrapped as shown in the exhibit.

Exhibit B: Lease changes

A short summary of the document to appear in the index is:

Supplement No. 16 to Memorandum of Indenture.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

FEB 12 '08 -9 00 AM

SUPPLEMENT NO. 16 TO MEMORANDUM OF INDENTURE SURFACE TRANSPORTATION BOARD

This Supplement No. 16 To Memorandum of Indenture is made effective as of February 15, 2008, between NARCAT LLC., CARCAT ULC AND NARCAT MEXICO S. DE R.L. DE C.V., (collectively the "Debtors") and WELLS FARGO BANK, NATIONAL ASSOCIATION, as Indenture Trustee referred to below (together with its successors and permitted assigns, the "Secured Party").

WITNESSETH:

The Debtors and the Secured Party entered into the Indenture dated February 12, 2004, which was recorded with the Surface Transportation Board on February 12, 2004, under Recordation No. 24816 and with the Canadian Registry on February 12, 2004 at 3:35 p.m., by which the Debtors granted a security interest to the Secured Party in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached thereto ("Railcars") and in each lease as listed on Exhibit B attached thereto in order to secure the Debtors' performance of their obligations as described in the Indenture.

Subsequent to February 12, 2004, the following Supplements have been filed:

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 1	Recordation Number 24816-J/May 11, 2004	May 12, 2004
Partial Release and Discharge of Lien	Recordation Number 24816-L/August 10, 2004	August 10, 2004
Supplement No. 2	Recordation Number 24816-M/August 11, 2004	August 11, 2004
Supplement No. 3	Recordation Number 24816-N/November 10, 2004	November 10, 2004
Supplement No. 4	Recordation Number 24816-O/February 9, 2005	February 9, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-P/April 8, 2005	April 26, 2005
Supplement No. 5	Recordation Number 24816-V/May 12, 2005	May 13, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-W/June 9, 2005	August 3, 2005
Supplement No. 6	Recordation Number 24816-X/August 12, 2005	August 11, 2005
Supplement No. 7	Recordation Number 24816-Y/November 9, 2005	November 8, 2005
Partial Release and Discharge of Lien	Recordation Number 24816-AA/December 27, 2005	December 28, 2005
Supplement No. 8	Recordation Number 24816-BB/February 14, 2006	February 14, 2006
Supplement No. 9	Recordation Number 24816-DD/May 8, 2006	May 9, 2006
Supplement No. 10	Recordation Number 24816-EE/August 4, 2006	August 4, 2006
Supplement No. 11	Recordation Number 24816-FF/November 9, 2006	November 8, 2006
Supplement No. 12	Recordation Number 24816-GG/February 13, 2007	February 7, 2007
Supplement No. 13	Recordation Number 24816-HH/May 3, 2007	May 3, 2007

Document	Surface Transportation Board Recordation #/Date of Filing	Registrar General of Canada Date of Filing
Supplement No. 14	Recordation Number 24816-II/August 6, 2007	August 9, 2007
Partial Release and Discharge of Lien	Recordation Number 24816-JJ/October 12, 2007	October 15, 2007
Supplement No. 15	Recordation Number 24816-KK/November 5, 2007	November 6, 2007

Subsequent to these filing certain changes have occurred in the reporting marks and road numbers listed on Exhibit A to the Indenture. Those changes are set forth on the attached Exhibits A-1 and A-2. Attached hereto as Exhibit A-1 are all reporting mark and road number changes that have occurred to the Railcars due to restenciling between December 1, 2007 and January 31, 2008. Attached hereto as Exhibit A-2 are the reporting marks and road numbers of all Railcars that have been destroyed, scrapped or sold between December 1, 2007 and January 31, 2008, along with Cars that were non-existent as of the closing date and were not previously reported in any Supplement and therefore are no longer subject to the Indenture. Also certain changes have occurred in the lease information listed on Exhibit B to the Indenture. Those changes are set forth on the attached Exhibit B, which include a description of all leases that have been terminated between December 1, 2007 and January 31, 2008.

[Signature Pages to Follow]

IN WITNESS WHEREOF, each party hereto has caused this Supplement No. 16 to Memorandum of Indenture to be duly executed by its duly authorized representative as of the date and year first above written.

NARCAT LLC

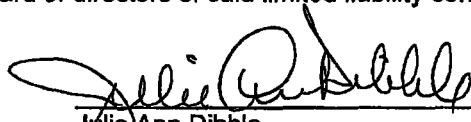
By: 
Richard R. George, Manager

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On the 4th day of February in the year 2008 before me personally came Richard R. George to me known, who, being by me duly sworn, did depose and say that he reside(s) at 7438 Royal Timbers, Waterville, Ohio 43566 that he is Manager of NARCAT LLC, the limited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability company.

[Notarial Seal]



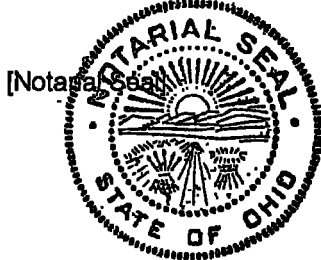

Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

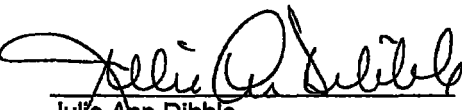
CARCAT ULC

By: 
Richard R. George, Director

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On the 4th day of February in the year 2008 before me personally came Richard R. George to me known, who, being by me duly sworn, did depose and say that he reside(s) at 7438 Royal Timbers, Waterville, Ohio 43566 that he is Director of CARCAT ULC, the unlimited liability company described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said unlimited liability company.




Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

NARCAT MEXICO S. DE R.L. DE C.V.

By: *Richard R. George*
Richard R. George, Manager

STATE OF OHIO)
) ss.:
COUNTY OF LUCAS)

On the 4th day of February in the year 2008 before me personally came Richard R. George to me known, who, being by me duly sworn, did depose and say that he reside(s) at 7438 Royal Timbers, Waterville, Ohio 43566 that he is Manager of NARCAT MEXICO, S. de R.L. de C.V., the limited liability association with variable capital described in and which executed the above instrument; and that he signed his name(s) thereto by authority of the board of directors of said limited liability association with variable capital



Julie Ann Dibble
Julie Ann Dibble
Notary Public, State of Ohio
My Commission Expires 08-20-2010

WELLS FARGO BANK, NATIONAL ASSOCIATION

By *Julie A. Tanner Fischer*
Name: Julie A. Tanner Fischer
Title: Assistant Vice President

STATE OF Minnesota)
COUNTY OF Hennepin) ss.:

On the 4th day of February in the year 2008 before me personally came Julie A. Tanner Fischer to me known, who, being by me duly sworn, did depose and say that she reside(s) at 5533 13th Avenue South, Minneapolis, Minnesota 55417; that she is the Assistant Vice President duly appointed of Wells Fargo Bank, National Association, the corporation described in and which executed the above instrument; and that she signed her name thereto by authority of the board of directors of said corporation.

Cheryl C. Zimmerman
Notary Public

[Notarial Seal]

My Commission Expires: 1/31/2010

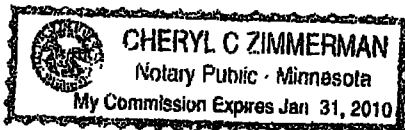


EXHIBIT A-1

New Car #		Prior Car #
1	ANGX002107	PRSX000296

EXHIBIT A-2

DESTROYED, SCRAPPED OR SOLD CARS

Destroyed Cars:

	Car Mark	Car Num		Car Mark	Car Num		Car Mark	Car Num		Car Mark	Car Num
1	CN	624568	4	ITGX	012689	7	RMGX	173920	10	SLGG	010139
2	CYDX	500308	5	RMGX	005290	8	RMGX	711875	11	SLGG	011204
3	IC	824283	6	RMGX	173751	9	RMMX	008613	12	SLGG	011219

Scrapped Cars:

	Car Mark	Car Num		Car Mark	Car Num		Car Mark	Car Num		Car Mark	Car Num		Car Mark	Car Num
1	ANGX	002236	37	RMMX	008679	73	SLGG	008766	109	SLGG	015402	145	SLGG	015464
2	ANGX	004040	38	SGLR	008000	74	SLGG	008767	110	SLGG	015406	146	SLGG	015465
3	ATW	600013	39	SLGG	008701	75	SLGG	008772	111	SLGG	015408	147	SLGG	015466
4	ATW	600096	40	SLGG	008702	76	SLGG	008773	112	SLGG	015413	148	SLGG	015467
5	ATW	600134	41	SLGG	008703	77	SLGG	008774	113	SLGG	015417	149	SLGG	015468
6	ATW	600136	42	SLGG	008704	78	SLGG	008776	114	SLGG	015419	150	SLGG	015469
7	ATW	600146	43	SLGG	008707	79	SLGG	008779	115	SLGG	015421	161	SLGG	015471
8	ATW	600229	44	SLGG	008708	80	SLGG	008782	116	SLGG	015422	152	SLGG	015472
9	ATW	600230	45	SLGG	008711	81	SLGG	008784	117	SLGG	015423	153	SLGG	015473
10	BAR	009224	46	SLGG	008712	82	SLGG	008785	118	SLGG	015424	154	SLGG	015475
11	BPRR	002630	47	SLGG	008713	83	SLGG	008788	119	SLGG	015425	155	SLGG	015477
12	BPRR	002648	48	SLGG	008715	84	SLGG	008789	120	SLGG	015427	156	SLGG	015478
13	ITGX	012614	49	SLGG	008716	85	SLGG	009005	121	SLGG	015428	157	SLGG	015482
14	ITGX	012616	50	SLGG	008717	86	SLGG	009102	122	SLGG	015429	158	SLGG	015483
15	ITGX	012619	51	SLGG	008718	87	SLGG	009119	123	SLGG	015431	159	SLGG	015486
16	ITGX	012629	52	SLGG	008719	88	SLGG	009126	124	SLGG	015434	160	SLGG	015487
17	ITGX	012630	53	SLGG	008720	89	SLGG	009129	125	SLGG	015435	161	SLGG	015489
18	ITGX	012637	54	SLGG	008721	90	SLGG	009136	126	SLGG	015436	162	SLGG	015490
19	ITGX	012652	55	SLGG	008723	91	SLGG	009203	127	SLGG	015437	163	SLGG	015491
20	ITGX	012685	56	SLGG	008725	92	SLGG	009204	128	SLGG	015438	164	SLGG	015492
21	MC	009227	57	SLGG	008726	93	SLGG	009212	129	SLGG	015439	165	SLGG	015493
22	RMGX	171016	58	SLGG	008728	94	SLGG	009213	130	SLGG	015441	166	SLGG	015494
23	RMGX	171043	59	SLGG	008731	95	SLGG	009214	131	SLGG	015442	167	SLGG	015499
24	RMGX	171056	60	SLGG	008735	96	SLGG	009215	132	SLGG	015447	168	SPSX	007068
25	RMGX	171076	61	SLGG	008738	97	SLGG	009220	133	SLGG	015448	169	SPSX	007073
26	RMGX	171077	62	SLGG	008740	98	SLGG	009223	134	SLGG	015449	170	SPSX	007085
27	RMGX	171082	63	SLGG	008743	99	SLGG	009226	135	SLGG	015450	171	SPSX	481596
28	RMGX	171125	64	SLGG	008745	100	SLGG	009228	136	SLGG	015451	172	SPSX	702879
29	RMGX	171157	65	SLGG	008749	101	SLGG	009231	137	SLGG	015453	173	SPSX	750053
30	RMGX	171179	66	SLGG	008750	102	SLGG	009233	138	SLGG	015454	174	SPSX	750054
31	RMGX	171183	67	SLGG	008755	103	SLGG	009235	139	SLGG	015456	175	SPSX	831149
32	RMGX	171209	68	SLGG	008756	104	SLGG	009236	140	SLGG	015458	176	TFM	015634
33	RMGX	171227	69	SLGG	008757	105	SLGG	009241	141	SLGG	015460	177	TFM	022020
34	RMGX	171228	70	SLGG	008758	106	SLGG	009242	142	SLGG	015461			
35	RMGX	171267	71	SLGG	008759	107	SLGG	009247	143	SLGG	015462			
36	RMGX	220937	72	SLGG	008761	108	SLGG	015400	144	SLGG	015463			

EXHIBIT A-2 (cont.)

DESTROYED, SCRAPPED OR SOLD CARS

Sold Cars:

	Car Mark	Car Num		Car Mark	Car Num
1	ANGX	002001	7	PRSX	000379
2	ANGX	002039	8	SPSX	027679
3	ANGX	002040	9	SPSX	058080
4	KRL	000101	10	SPSX	566311
5	PRSX	000367	11	SPSX	583916
6	PRSX	000368	12	SPSX	608058

Non-existent Cars as of Closing Date:

	Car Mark	Car Num		Car Mark	Car Num		Car Mark	Car Num
1	AM	001609	17	MC	009211	33	SPRX	002001
2	AM	001612	18	NS	402405	34	SPSX	000565
3	BAR	005810	19	NW	602024	35	SPSX	000567
4	CR	275387	20	NW	604549	36	SPSX	497109
5	CR	275422	21	PPU	003005	37	SSW	067634
6	CR	278041	22	RCPX	173599	38	TFM	010123
7	CR	565765	23	RMMX	008626	39	TFM	010184
8	GNRR	005075	24	SLGG	010351	40	TFM	010235
9	GNRR	005185	25	SOO	178628	41	TFM	010401
10	GNRR	012042	26	SOO	178684	42	TFM	010515
11	GNRR	030050	27	SOO	178761	43	TFM	010608
12	GNRR	463090	28	SOO	178772	44	TFM	010670
13	ITGX	010506	29	SOU	523470	45	TFM	010808
14	LRS	003949	30	SOU	524820	46	TFM	011031
15	MC	009011	31	SOU	531205	47	TFM	012088
16	MC	009110	32	SOU	585809	48	TFM	012514

EXHIBIT B**NEW LEASES/AMENDMENTS TO EXISTING LEASES; EXPIRED/TERMINATED LEASES**

Deal #	Lessee	Lease Documents
C00652	Agrillance LLC	Full Service Lease Agreement and its related Rider Deal #C00652, both dated as of December 8, 2004, <u>and its related letter Assignment, dated August 17, 2007</u> , between NARCAT LLC and Agrillance LLC
C00723	Ontario Northland Transportation Commission	Full Service Per Diem Lease Agreement and its related Rider Deal # C00723, both dated effective as of January 1, 2005, <u>and its related Amendment, dated December 21, 2007</u> , between CARCAT ULC, as Lessor and Ontario Northland Transportation Commission, as Lessee.
C01118	Gulf Chemical & Metallurgical Corporation	Full Service Lease Agreement #10012005GCM dated effective as of October 1, 2005 and its related Rider Deal #C01118 dated effective as of November 1, 2007, between NARCAT LLC, as Lessor, and Gulf Chemical & Metallurgical Corporation, as Lessee.
C01203	Lansing Trade Group, LLC	Full Service Lease Agreement #02012005LGC, dated effective as of February 1, 2005, and its related Rider Deal #C00682, dated effective as of December 1, 2007, between NARCAT LLC, as Lessor and Lansing Trade Group, LLC, successor by merger to Lansing Grain Company, LLC, as Lessee
C01247	Pilkington North America Inc.	Full Service Lease Agreement #09052006PNA, dated September 5, 2006, and its related Rider #C01247, dated January 25, 2008 , between NARCAT LLC, as Lessor and Pilkington North America Inc., as Lessee
C00740	Progress Rail Services Corporation	Lease terminated - all cars returned
C01016	Steel Dynamics, Inc.	Lease terminated - all cars returned
C00503 (RCL 822)	W.R. Grace & Co., Inc.	Lease expired; replace with NARCAT LLC Lease and Rider #C01138
C00997	Pilkington North America Inc.	Rider expired; replaced by Rider #C01247

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

2/12/08



Robert W. Alvord